

A. Federal Reserve Bank of Boston (Robert M. Brady, Vice President) 600 Atlantic Avenue, Boston, Massachusetts 02106:

1. *Peoples Heritage Financial Group, Inc.*, Portland, Maine; to acquire 100 percent of the voting shares of, and merge with Bank of New Hampshire Corporation, Manchester, New Hampshire, and thereby indirectly acquire Bank of New Hampshire, Manchester, New Hampshire.

B. Federal Reserve Bank of New York (Christopher J. McCurdy, Senior Vice President) 33 Liberty Street, New York, New York 10045:

1. *Emigrant Bancorp, Inc.*, New York, New York; to acquire 9.99 percent of the voting shares of Queens County Bancorp, Inc., Flushing, New York, and thereby indirectly acquire Queens County Savings Bank, Flushing, New York.

C. Federal Reserve Bank of Cleveland (John J. Wixted, Jr., Vice President) 1455 East Sixth Street, Cleveland, Ohio 44101:

1. *Mechanics Financial Corporation*, Mansfield, Ohio; to become a bank holding company by acquiring 100 percent of the voting shares of Mechanics Savings Bank, Marblehead, Ohio.

2. *Wells River Bancorp, Inc.*, Wellsville, Ohio; to become a bank holding company by acquiring 100 percent of the voting shares of Perpetual Savings Bank, Wellsville, Ohio. Comments on this application must be received not later than February 6, 1996.

D. Federal Reserve Bank of Atlanta (Zane R. Kelley, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303:

1. *Gateway Bancshares, Inc.*, Ringgold, Georgia; to become a bank holding company by acquiring 100 percent of the voting shares of Gateway Bank & Trust, Ringgold, Georgia, in organization.

E. Federal Reserve Bank of Minneapolis (James M. Lyon, Vice President) 250 Marquette Avenue, Minneapolis, Minnesota 55480:

1. *Otto Bremer Foundation and Bremer Financial Corporation*, both of St. Paul, Minnesota; to acquire 100 percent of the voting shares of First American Bank of Wahpeton, Wahpeton, North Dakota, a *de novo* bank.

F. Federal Reserve Bank of Dallas (Genie D. Short, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. *First Valley Bank Group, Inc.*, Harlingen, Texas, and First Valley Delaware Financial Corporation, Dover, Delaware; to acquire 100 percent of the

voting shares of Pharr Financial Corporation, Pharr, Texas, and thereby indirectly acquire Security State Bank, Pharr, Texas.

2. *Premier Bancshares, Inc.*, La Grange, Texas; to become a bank holding company by acquiring 100 percent of the voting shares of Premier Holdings - Nevada, Inc., Carson City, Nevada, and thereby indirectly acquire La Grange State Bank, La Grange, Texas.

In connection with this application, Premier Holdings - Nevada, Inc., Carson City, Nevada, has applied to become a bank holding company by acquiring 100 percent of the voting shares of La Grange State Bank, La Grange, Texas.

3. *Quinlan Bancshares, Inc.*, Quinlan, Texas; to acquire 100 percent of the voting shares of Citizens State Bank, Royce City, Texas.

G. Federal Reserve Bank of San Francisco (Kenneth R. Binning, Director, Bank Holding Company) 101 Market Street, San Francisco, California 94105:

1. *Dartmouth Capital Group, Inc.*, *Dartmouth Capital Group, L.P.*, and *SDN Bancorp, Inc.*, all of Encinitas, California; to acquire 100 percent of the voting shares of Liberty National Bank, Huntington Beach, California.

Board of Governors of the Federal Reserve System, January 16, 1996.

Jennifer J. Johnson,

*Deputy Secretary of the Board.*

[FR Doc. 96-761 Filed 1-22-96; 8:45 am]

BILLING CODE 6210-01-F

### **The Royal Bank of Scotland Group plc, et al.; Formations of; Acquisitions by; and Mergers of Bank Holding Companies**

The companies listed in this notice have applied for the Board's approval under section 3 of the Bank Holding Company Act (12 U.S.C. 1842) and § 225.14 of the Board's Regulation Y (12 CFR 225.14) to become a bank holding company or to acquire control, ownership, or the power to vote shares of a bank or bank holding company. The factors that are considered in acting on the applications are set forth in section 3(c) of the Act (12 U.S.C. 1842(c)).

Each application is available for immediate inspection at the Federal Reserve Bank indicated. Once the application has been accepted for processing, it will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank or to the offices of the Board of Governors. Any comment on an application that requests a hearing must include a statement of why a

written presentation would not suffice in lieu of a hearing, identifying specifically any questions of fact that are in dispute and summarizing the evidence that would be presented at a hearing.

Unless otherwise noted, comments regarding each of these applications must be received not later than February 16, 1996.

A. Federal Reserve Bank of Boston (Robert M. Brady, Vice President) 600 Atlantic Avenue, Boston, Massachusetts 02106:

1. *The Royal Bank of Scotland Group plc*, Edinburgh, Scotland; The Royal Bank of Scotland plc, Edinburgh, Scotland; and Citizens Financial Group, Inc., Providence, Rhode Island, have applied to merge Citizens Financial Group, Inc., Providence, Rhode Island, with Bank of Ireland First Holdings, Inc., Manchester, New Hampshire, and thereby indirectly acquire First NH Bank, Manchester, New Hampshire. Bank of Ireland First Holdings is a subsidiary of The Governor and Company of the Bank of Ireland, Dublin, Ireland.

As a result of this merger, The Governors and Company of the Bank of Ireland would control 23.5 percent of Citizens Financial Group and thereby indirectly control shares of its subsidiary banks, including Citizens Savings Bank, Providence, Rhode Island, Citizens Trust Company, Providence, Rhode Island, and Citizens Bank of Massachusetts, Fairhaven, Massachusetts. The Royal Bank of Scotland Group plc will control 76.5 percent of the shares of Citizens Financial Group.

Board of Governors of the Federal Reserve System, January 17, 1996.

Jennifer J. Johnson,

*Deputy Secretary of the Board.*

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### **Robert G. Wilmers, et al.; Change in Bank Control Notices; Acquisitions of Shares of Banks or Bank Holding Companies**

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. Once the notices have been accepted for